

EXHIBIT A

Rev. Form U5 (05/2009)

**Form U5
Uniform Termination Notice
for
Securities Industry
Registration**

GENERAL INSTRUCTIONS

The Form U5 is the Uniform Termination Notice for Securities Industry Registration. Broker-dealers, investment advisers, or issuers of securities must use this form to terminate the registration of an individual in the appropriate *jurisdictions* and/or *self-regulatory organizations* ("SROs"). These instructions apply to the filing of Form U5 electronically with the Central Registration Depository ("CRD[®]") or the Investment Adviser Registration Depository ("IARDSM"). Filers submitting paper filings should read the Special Instructions for Paper Filers in conjunction with the other instructions to the form. In addition, paper filers should contact the appropriate *jurisdiction* and/or *SRO* for specific filing instructions or requirements.

Filers must answer all questions and submit all requested information, unless otherwise directed in the Specific Instructions. Only Section 2 (CURRENT RESIDENTIAL ADDRESS), the Reason for Termination and/or Termination Explanation in Section 3 (FULL TERMINATION), Section 4 (DATE OF TERMINATION), Section 7 (DISCLOSURE QUESTIONS) and Disclosure Reporting Page(s) (DRPs U5) may be amended on this Form U5. If the Form U5 has been completed for a *full termination*, a copy of this form and any subsequent amendments thereto, must be provided to the terminated individual.

For *full termination* filings, complete Section 7 (DISCLOSURE QUESTIONS) and use the Disclosure Reporting Page(s) (DRPs U5) to provide details to the "Yes" answers. *Firms* may select the optional Disclosure Certification Checkbox if there is no new information to report in Section 7. (See Specific Instructions and the Form for further details). For *partial terminations*, disclosures should be made through the Form U4. Upon request, additional documents may be required to clarify or support responses to the form.

Firms are under a continuing obligation to amend and update Section 7 (DISCLOSURE QUESTIONS) until final disposition, including reportable matters that occur and become known after initial submission of this form. Amendments must be filed electronically (unless the filer is an approved paper filer) by updating the appropriate section of Form U5.

The Sections of the Form U5 are as follows:

1. GENERAL INFORMATION
2. CURRENT RESIDENTIAL ADDRESS
3. FULL TERMINATION
4. DATE TERMINATED

- 5. PARTIAL TERMINATION
 - 5A. SRO PARTIAL TERMINATION
 - 5B. JURISDICTION PARTIAL TERMINATION
- 6. AFFILIATED FIRM TERMINATION
- 7. DISCLOSURE QUESTIONS (Full Terminations and Amendments Only)
 - INVESTIGATION DISCLOSURE (Question 7A)
 - INTERNAL REVIEW DISCLOSURE (Question 7B)
 - CRIMINAL DISCLOSURE (Question 7C)
 - REGULATORY ACTION DISCLOSURE (Question 7D)
 - CUSTOMER COMPLAINT/ARBITRATION/CIVIL LITIGATION DISCLOSURE (Question 7E)
 - TERMINATION DISCLOSURE (Question 7F)
- 8. SIGNATURE
 - 8A. FIRM ACKNOWLEDGMENT
 - 8B. INDIVIDUAL ACKNOWLEDGMENT AND CONSENT
 - DISCLOSURE REPORTING PAGES (DRPs U5) (Full Terminations and Amendments Only)
 - CRIMINAL DRP
 - CUSTOMER COMPLAINT/ARBITRATION/CIVIL LITIGATION DRP
 - INTERNAL REVIEW DRP
 - INVESTIGATION DRP
 - REGULATORY ACTION DRP
 - TERMINATION DRP

SPECIFIC INSTRUCTIONS

for completing the Form U5

NOTICE TO THE INDIVIDUAL WHO IS THE SUBJECT OF THIS FILING

Note: Even if you are no longer registered, you continue to be subject to the jurisdiction of regulators for at least two years after your registration is terminated and may have to provide information about your activities while associated with this *firm*. Therefore, you must forward any residential address changes for two years following your termination date or last Form U5 amendment to: CRD Address Changes, CRD P.O. Box 9495, Gaithersburg, MD 20898-9495.

1. GENERAL INFORMATION SECTION

First Name

Enter the individual's first name. Do not use nicknames or abbreviations or make modifications to the individual's first name.

Middle Name

If the individual has a middle name, specify the full middle name. Do not use nicknames or abbreviations or make modifications to the individual's middle name. If the individual does not have a middle name, leave this field blank.

Last Name

Enter the individual's last name. Do not use nicknames or abbreviations or make modifications to the individual's last name. Include punctuation when and where appropriate.

Suffix

Enter any suffix that follows the individual's last name, such as Jr., Sr., etc. Include punctuation when and where appropriate.

Firm CRD Number

Enter the *Firm CRD Number*.

Firm Name

Enter the *firm's* complete name as listed on the Form BD or the Form ADV. Do not abbreviate, shorten, or modify the *firm* name in any way.

Firm NFA Number

If this form will be filed with the National Futures Association (NFA), enter the *firm's* assigned, unique NFA registration number in this field.

Firm Billing Code

The *firm* billing code will prepopulate based on the information provided on the Form U4. If the information is incorrect, file a Form U4 amendment prior to submitting the Form U5.

Individual CRD Number

Enter the assigned *Individual CRD number*.

Individual SSN

Enter the individual's Social Security Number in this field. If the individual does not possess a CRD number or a Social Security number, please contact FINRA's Gateway Call Center.

Individual NFA Number

If this form will be filed with the National Futures Association (NFA), enter the individual's assigned, unique NFA registration number in this field.

Office of Employment Address Street 1/Street 2.

The office of employment address will prepopulate based on the information provided on the Form U4. If the information is incorrect, file a Form U4 amendment prior to submitting the Form U5.

Private Residence Check Box

Check this box if the Office of Employment address is a private residence.

NOTICE TO THE FIRM

This is the last reported residential address. If this is not current, please enter the current residential address.

2. CURRENT RESIDENTIAL ADDRESS

Complete this section for both *full termination* and *partial termination* requests. Provide the individual's current residential address. Report changes as they occur.

From (MM/YYYY)

Enter the month and year the individual began residing at this address.

Street Address 1/Address 2

Enter the individual's street address here. Post office boxes are not acceptable. Include the street name; building name or number; and unit, suite, apartment or condominium number, as applicable; as well as other identifying information.

City

Enter the city of residence relating to this address.

State

Enter the state of residence relating to this address.

Country

Enter the name of the country of residence for this address.

Postal Code

Enter the postal code for this address.

3. FULL TERMINATION

A "yes" response will terminate ALL registrations with all SROs and all jurisdictions. For a *full termination*, complete the Reason for Termination and Termination Explanation (if the reason for termination is Permitted to Resign, Discharged or Other) and Section 4 (DATE OF TERMINATION). Do not complete Section 5 (PARTIAL TERMINATION). For a *partial termination*, check "no" and complete Section 5 (PARTIAL TERMINATION).

Firms should file amendments to the Reason for Termination and/or Termination Explanation promptly. When filing an amendment to the Reason for Termination and/or Termination Explanation, *firms* must explain the basis for the amendment.

Reason for Termination (Full Terminations Only)

For a *full termination*, provide the reason for termination from the following selections: "Voluntary," "Deceased," "Permitted to Resign," "Discharged," or "Other." If "Permitted to Resign," "Discharged," or "Other," is checked, provide an explanation in the space provided.

4. DATE OF TERMINATION (Full and Partial Terminations)

For *full termination*, enter the date the *firm* terminated the individual's association with the *firm* in a capacity for which registration is required.

For *partial termination*, enter the date of termination only for post-dated termination requests during the renewal period. Provide the month, day, and year (MM/DD/YYYY). A complete entry must be made in this section.

For *full termination*, this date is used by *SROs/jurisdictions* to determine whether an individual is required to requalify by examination or obtain an appropriate waiver upon reassociating with another *firm*.

The *SRO/jurisdiction* determines the effective date of termination of registration.

Firms should file amendments to the date of termination promptly. When filing an amendment to the Date of Termination, *firms* must explain the basis for the amendment.

5. PARTIAL TERMINATION

For a *partial termination*, do not complete the Reason for Termination in Section 3 (FULL TERMINATION) or Section 7 (DISCLOSURE QUESTIONS). The Reason for Termination and Section 7 (DISCLOSURE QUESTIONS) should only be completed on Form U5 for *full termination* requests.

5A. SRO PARTIAL TERMINATION

Investment adviser representative (RA) only applicants may skip this section. Check the appropriate boxes to indicate the *SROs* and registration categories the individual seeks to terminate. Refer to the individual's current CRD record for categories that may be terminated. The individual must retain registration with at least one *SRO* unless the *firm* is an intra-state broker-dealer.

"Other" Box

See Special Instructions for Paper Filers.

5B. JURISDICTION PARTIAL TERMINATION

Select the type of registration: broker-dealer agent (AG) and/or an investment adviser representative (RA).

To terminate registration as an AG or an RA, select the appropriate *jurisdiction(s)*.

Agent of an Issuer

To terminate an Agent of the Issuer (AI) registration with one or more *jurisdictions*, contact the appropriate *jurisdiction(s)* for instructions. For purposes of a paper filing, select the box marked AI. To terminate the registration(s), enter the *jurisdiction* identification for the relevant *jurisdiction(s)*. Print out additional copies of blank form pages as necessary; complete and attach to the filing. (Note: This applies to paper filers only. For electronic filers, this field will be inactive.)

6. AFFILIATED FIRM TERMINATION

Indicate by answering "yes" or "no" whether the individual's registration will be terminated with one or more *firms affiliated* with the *filing firm*. For *partial terminations*, select the *affiliated firm(s)* from which the individual seeks to terminate registrations and indicate the registrations the individual seeks to terminate. For *full terminations*, select the *affiliated firm(s)* from which the individual seeks to terminate.

- File separate Sections 5A and 5B for each *affiliated firm* if the *SRO* and/or *jurisdiction* terminations requested with the *firms* named in this section differ from the terminations requested with the *filing firm*.

Affiliated Firm CRD Number

Enter the *affiliated firm's* CRD Number here.

Affiliated Firm Name

Enter the *affiliated firm's* name here. This should be the name of the *affiliated firm* as listed on the Form BD or Form ADV. Do not abbreviate, shorten or otherwise modify the *firm* name in any way.

Affiliated Firm Designation - Broker-Dealer or Investment Adviser (BD/IA)

Select the appropriate radio button (paper filers check the appropriate box) marked as "BD" or "IA" to indicate whether the *affiliated firm* is a broker-dealer or an investment adviser.

Affiliated Firm Billing Code

The *affiliated firm* billing code will prepopulate based on the information provided on the Form U4. If the information is incorrect, file a Form U4 amendment prior to submitting the Form U5.

Office of Employment Address Street 1/Street 2. The office of employment address will prepopulate based on the information provided on the Form U4. If the information is incorrect, file a Form U4 amendment prior to submitting the Form U5.

7. DISCLOSURE QUESTIONS

Disclosures

This section applies to *full terminations* only.

To complete this section, check "yes" or "no" for each question. Refer to the Explanation of Terms if necessary. For any "yes" answer, provide a detailed explanation on the appropriate Disclosure Reporting Page (DRP U5). The Disclosure Questions are as follows:

7A Investigation Disclosure

7B Internal Review Disclosure

7C Criminal Disclosure

7D Regulatory Action Disclosure

7E Customer Complaint/Arbitration/Civil Litigation Disclosure

7F Termination Disclosure

If the individual identified in Section 1 (GENERAL INFORMATION) has no new or updated disclosure information or events to be reported in response to Questions 7A, 7C, 7D or 7E, you may utilize the Disclosure Certification Checkbox option in lieu of completing Section 7 (DISCLOSURE QUESTIONS). Note: The Disclosure Certification Checkbox may not be used if answering "yes" to Questions 7B or 7F.

Questions 7E(4) or 7E(5) should be answered "yes" if the individual was not named as a respondent/defendant but (1) the Statement of Claim or Complaint specifically mentions the individual by name and alleges the individual was *involved* in one or more *sales practice violations* or (2) the Statement of Claim or Complaint does not mention the individual by name, but the *firm* has made a good faith determination that the *sales practice violation(s)* alleged *involves* one or more particular individuals.

About Internal Review

Generally, the Internal Review Disclosure question in Question 7B and the Internal Review Reporting Page (DRP U5) are used to report matters relating to compliance, **not** matters of a competitive nature. Responses should **not** include situations involving employment related disputes between the *firm* and the individual.

If a "yes" answer is provided to the Internal Review Disclosure question, the individual whose name appears in Section 1 (GENERAL INFORMATION) of this form may provide a brief summary of the event on Part II of the Internal Review Disclosure Reporting Page (DRP U5).

8. SIGNATURE

All signatures required on the Form U5 filing must be made in this section. A "signature" includes a manual signature or an electronically transmitted equivalent.

Date

Enter the date that the form was signed by the *Appropriate Signatory*. The entry must be numeric (MM/DD/YYYY). Future dates may not be entered in this section.

Signature of *Appropriate Signatory*

NOTE: A signatory entry is required for all filings.

For purposes of an electronic form filing, a signature is effected by typing a name in the designated signature field. Enter the full legal signature as it appears in typed or printed form. By typing a name in this field, the signatory acknowledges and represents that the entry constitutes in every way, use, or aspect, his or her legally binding signature.

For paper filers, enter the full legal signature as it appears in typed or printed form. The signatory's full legal name must also be displayed under the signature. The name must be typed or printed as it appears in the signature form.

Person to Contact for Further Information

Enter the name of the person to contact for additional information regarding the matters reported on this form. Include the telephone number for the person listed.

8A FIRM ACKNOWLEDGMENT

This section must be completed on all U5 form filings submitted by the *firm*.

8B INDIVIDUAL ACKNOWLEDGMENT AND CONSENT

This section must be completed on amendment U5 form filings where the individual is submitting changes to Part II of the INTERNAL REVIEW DRP or changes to Section 2 (CURRENT RESIDENTIAL ADDRESS).

APPENDIX

Drop-Down Pick Lists

Select as appropriate from the following pick lists the answers to the questions that contain drop-down choices. The choices below match the pick lists that appear on the electronic screens.

Termination

Reason for Termination: Discharged, Other, Permitted to Resign, Deceased, Voluntary.

General

State: Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virgin Islands, Virginia, Washington, West Virginia, Wisconsin, Wyoming.

DRPs

Customer Complaint/Arbitration/Civil Litigation

Customer's state of residence: Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii,

Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virgin Islands, Virginia, Washington, West Virginia, Wisconsin, Wyoming.

Product type(s): No Product, Annuity – Charitable, Annuity-Fixed, Annuity-Variable, Banking Product (other than CD), CD, Commodity Option, Debt-Asset Backed, Debt-Corporate, Debt-Government, Debt-Municipal, Derivative, Direct Investment-DDP & LP Interest, Equipment Leasing, Equity-OTC, Equity Listed (Common & Preferred Stock), Futures-Commodity, Futures-Financial, Index Option, Insurance, Investment Contract, Money Market Fund, Mutual Fund, , Oil & Gas, Options, Penny Stock, Prime Bank Instrument, Promissory Note, Real Estate Security, Security Futures, Unit Investment Trust, Viatical Settlement, Other.

If the arbitration/reparation is not pending, what was the disposition?: Award to Applicant (agent/representative), Award to Customer, Denied, Dismissed, Judgment (other than monetary), No Action, Other, Settled, Withdrawn.

If the civil litigation is not pending, what was the disposition?: Denied, Dismissed, Judgment (other than monetary), Monetary Judgment to Applicant (agent/representative), Monetary Judgment to Customer, No Action, Other, Settled, Withdrawn

Regulatory Action

Sanctions Sought: Bar, Cease and Desist, Censure, Civil and Administrative Penalty(ies)/Fine(s), Denial, Disgorgement, Expulsion, Monetary Penalty other than Fines, Other, Prohibition, Reprimand, Regualification, Rescission, Restitution, Revocation, Suspension, Undertaking.

Product type(s): No Product, Annuity – Charitable, Annuity-Fixed, Annuity-Variable, Banking Product (other than CD), CD, Commodity Option, Debt-Asset Backed, Debt-Corporate, Debt-Government, Debt-Municipal, Derivative, Direct Investment-DDP & LP Interest, Equipment Leasing, Equity-OTC, Equity Listed (Common & Preferred Stock), Futures-Commodity, Futures-Financial, Index Option, Insurance, Investment Contract, Money Market Fund, Mutual Fund, Oil & Gas, Options, Penny Stock, Prime Bank Instrument, Promissory Note, Real Estate Security, Security Futures, Unit Investment Trust, Viatical Settlement, Other.

How was matter resolved: Acceptance, Waiver & Consent (AWC), Consent, Decision, Decision & Order of Offer of Settlement, Dismissed, Order, Other, Settled, Stipulation and Consent, Vacated, Vacated Nunc Pro Tunc/ab initio, Withdrawn.

Termination

Termination Type: Discharged, Permitted to Resign, Voluntary Resignation.

Product type(s): No Product, Annuity – Charitable, Annuity-Fixed, Annuity-Variable, Banking Product (Other than CD), CD, Commodity Option, Debt-Asset Backed, Debt-Corporate, Debt-Government, Debt-Municipal, Derivative, Direct Investment-DDP & LP Interest, Equipment Leasing, Equity-OTC, Equity Listed (Common & Preferred Stock), Futures-Commodity, Futures-Financial, Index Option, Insurance, Investment Contract, Money Market Fund, Mutual Fund, Oil & Gas, Options, Penny Stock, Prime Bank Instrument, Promissory Note, Real Estate Security, Security Futures, Unit Investment Trust, Viatical Settlement, Other.

SPECIAL INSTRUCTIONS FOR PAPER FILERS

To file the Form U5 on paper rather than electronically through Web CRD or IARD, please refer to the following instructions for paper filings. **These instructions should be read in conjunction with the other instructions (General**

Instructions, Specific Instructions, and the Explanation of Terms) contained in this Form U5. Please note that paper filings generally are not permitted for broker-dealer terminations.

Initial filings of the Form U5 on paper must be complete and contain responses to all the questions and data fields relating to the *full or partial termination* requested. Make permitted amendments (i.e., to Section 2 (CURRENT RESIDENTIAL ADDRESS), Section 7 (DISCLOSURE QUESTIONS) and Disclosure Reporting Pages (DRPs) by updating the appropriate sections on the paper version of Form U5. When making amendments, re-enter the information contained in Section 1 (GENERAL INFORMATION) so that the individual and *firm* can be properly identified. A copy of the Form U5, with original signatures, and all amendments must be retained by the *filing firm* and must be made available for inspection upon regulatory request.

1. GENERAL INFORMATION

Firm Name. Agents of issuers should enter the issuer name in the field that requests the *firm* name. Do not abbreviate, shorten, or modify the *firm* name in any way.

Individual CRD Number. Provide the *individual's CRD number* that was generated by the CRD system for the individual. If the *individual's CRD number* has not been generated or is not known, leave this item blank.

Firm CRD Number. Provide the *firm's CRD number* that was generated by the CRD system for the *firm*. If the *firm's CRD number* has not been generated or is not known, leave this item blank.

3. FULL TERMINATION

Reason for Termination. Select the Reason for Termination from the list of choices appended to this form.

5A. SRO PARTIAL TERMINATION

Paper filers should check the "Other" box only to terminate registration categories not listed on the Form U5.

5B. JURISDICTION PARTIAL TERMINATION

To terminate an Agent of an Issuer (AI) registration with one or more *jurisdictions*, contact the appropriate *jurisdiction(s)* for instructions. For purposes of a paper filing, select the box marked AI. To terminate the registration(s), enter the *jurisdiction* identification for the relevant *jurisdiction(s)*.

6. AFFILIATED FIRMS TERMINATION

This section does not apply for paper filers.